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	United States Bankruptcy Court Southern District of New York				Voluntary Petition				
Name of Debtor (if individual, enter Last, First, M	iddle):	ldle):			Name of Joint Debtor (Spouse) (Last, First, Middle):				
Fortunoff Holdings, LLC All Other Names used by the Debtor in the last 8 y (include married, maiden, and trade names): H Acquisition, LLC	ears	ears			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpaye (if more than one, state all) 26-1997228	н I.D. (ITII	r I.D. (ITIN) No./Complete EIN			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)				omplete EIN
Street Address of Debtor (No. and Street, City, and	1 State):	State):			s of J	oint Debtor (No. a	nd Street, City, an	nd State):	
70 Charles Lindbergh Boulevard Uniondale, New York									
Onionally, 110%		ZIP CODE 11553						ZIP C	ODE
County of Residence or of the Principal Place of B Nassau				County of Re	siden	ce or of the Princip	al Place of Busin	ess:	'
Mailing Address of Debtor (if different from street	t address):			Mailing Add	ess of	f Joint Debtor (if d	ifferent from stree	et address):	
	177	B CODE	_					ZIP C	ODE
Location of Principal Assets of Business Debtor (i	ZIP CODE different from street address above):			<u> </u>				ZIFC	ODE I
3 West 57th Street, New York, New Y					ZIP C	ODE			
1 Maple Avenue, White Plains, New Type of Debtor	YORK 10		f Business		<u> </u>	Chapte	er of Bankruptcy	Code Under V	Which
(Form of Organization) (Check one box)	<u> </u>	(Check one box.)			_		Petition is Filed	Ì	•
☐ Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. ☐ Corporation (includes LLC and LLP) ☐ Partnership ☐ Other (If debtor is not one of the above entities, check this box and state type of	Sim 11 Rai Sto	☐ Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) ☐ Railroad ☐ Stockbroker ☐ Commodity Broker		fined in		Chapter 7 Chapter 9 Chapter 11 Chapter 12 Chapter 13	0	Chapter 15 Pe Recognition of Main Proceedi Chapter 15 Pe Recognition of Nonmain Proc	f a Foreign ng tition for f a Foreign
entity below.)	⊠ Oti Retail B	her			-		Nature of		
	Retail B		npt Entity		_		(Check on		
	(Check box, if applicable) Debtor is a tax-exempt organization organization under Title 26 of the United States Code (the Internal Revenue Code).				Debts are primar debts, defined in § 101(8) as "incr individual prima personal, family, hold personal."	11 U.S.C. urred by an rily for a	⊠	Debts are primarily business debts.	
Filing Fee (Check or	ne box.)				L		hapter 11 Debtor	rs	
▼ Full Filing Fee attached.				Check one b	or is a small business debtor as defined in 11 U.S.C. § 101(51D).				
Filing Fee to be paid in installments (applical signed application for the court's consideration unable to pay fee except in installments. Rule	on certifyin	g that the debtor	r is	Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: Debtor's aggregate noncontingent liquidated debts (excluding debts owed to					
Filing Fee waiver requested (applicable to che attach signed application for the court's consi				insiders Check all ap A plan i Accepta	or aff plical is bein inces	filiates) are less than ble boxes: ng filed with this poor of the plan were so	in \$2,190,000. etition. dicited prepetition	n from one or m	
Statistical/Administrative Information				of credi	tors, i	n accordance with	11 U.S.C. § 1126	(b).	THIS SPACE IS FOR COURT USE ONLY
Debtor estimates that funds will be available Debtor estimates that, after any exempt prope distribution to unsecured creditors.	for distribu erty is exclu	ition to unsecure uded and admini	ed creditors strative exp	enses paid, ther	e will	l be no funds availa	ible for		
Estimated Number of Creditors		E3							1
	0-999	1,000- 5,000	5,001- 10,000	10,001- 25,000		□ 25,001 50,000	50,001 100,000	Over 100,000	
\$50,000 \$100,000 \$500,000 to \$	00,001 to	\$1,000,001 to \$10 million	\$10,000,0 to \$50 million	001 \$50,000, to \$100 million	001	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
	500,001 to	\$1,000,001 to \$10	\$10,000 to \$50	0,001 \$50,000 to \$100		\$100,000,001 to \$500	\$500,000,001 to \$1 billion	☐ More than \$1 billion	

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B 1 (Offic	ial Form 1) (1/08)		Page 2				
Voluntary		Name of Debtor(s): Fortunoff Holdings, LLC					
(This page must be completed and filed in every case.) Fortunoff Holdings, LLC All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)							
1	N/A	Case Number:	Date Filed:				
Location Where File							
Location	- J.	Case Number:	Date Filed:				
Where File	Pending Bankruptcy Case Filed by any Spouse, Partner, or A	I ffiliate of this Debtor (If more than one, attach additi	onal sheet.)				
Name of L		Case Number:	Date Filed:				
	See Annex A						
District:		Relationship:	Judge:				
	Exhibit A	Exhibit B					
10Q) with	impleted if debtor is required to file periodic reports (e.g., forms 10K and the Securities and Exchange Commission pursuant to Section 13 or 15(d) urities Exchange Act of 1934 and is requesting relief under chapter 11.)	(To be completed if debtor is whose debts are primarily co. I, the attorney for the petitioner named in the forego have informed the petitioner that [he or she] may pr. 12, or 13, of title 11, United States Code, and have available under each such chapter. I further certify debtor the notice required by 11 U.S.C. § 342(b).	nsumer debts.) sing petition, declare that I oceed under chapter 7, 11, explained the relief				
Exhi	bit A is attached and made a part of this petition.	x					
		Signature of Attorney for Debtors(s)	(Date)				
	Exhibit C						
Does the d	debtor own or have possession of any property that poses or is alleged to pose a the	hreat of imminent and identifiable harm to public heat	h or safety?				
☐ Yes,	and Exhibit C is attached and made a part of this petition.						
⊠ No.¹							
110.							
	Exhi	ibit D					
(To be cor	mpleted by every individual debtor. If a joint petition is filed, each spouse must of	complete and attach a separate Exhibit D.)					
	Exhibit D completed and signed by the debtor is attached and made a part of thi	s petition.					
_							
If this is a	joint petition:						
	Exhibit D also completed and signed by the joint debtor is attached and made a	part of this petition.					
		ng the Debtor - Venue olicable boxes)					
⊠	Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.						
	There is a bankruptcy case concerning debtor's affiliate, general partner, or part	nership pending in this District.					
	Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.						
	Certification by a Debtor Who Reside	es as a Tenant of Residential Property					
(Check all applicable boxes.)							
	Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)						
	(Name of landlord that obtained judgment)						
	(Address of I	andlard)					
	Debtor claims that under applicable nonbankruptcy law, there are circumstances	,	e				
	entire monetary default that gave rise to the judgment for possession, after the ju		·				
	Debtor has included with this petition the deposit with the court of any rent that	would become due during the 30-day period after the	filing of the petition.				
	Debtor certifies that he/she has served the Landlord with this certification (11 U.S.C. § 362(1))						

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

1 (Office From 1) 10/95	11. (1/0)	Page 2
Signature of folio Debter (i) (Interfolio Debter (ii) (Interfolio Debter (ii) (Interfolio Debter (iii) (Interfolio Debter	B 1 (Official Form 1) (1/08)	
Signature() of Debtor(s) (individual/definit) Leckies moder possibly of perjusy that the information provided in this position is true and correct. If pelliots is an individual voloce debts are primarily consumer debts and has a correct continued in the position of the continued of the contin	(This page must be completed and filed in every case.)	
declare under points) of projety with at the information provided in this position is true and correct. (But I am the foreign expressionative of a debtor in a foreign proceeding. (If puttice is an individual whose debts are primarily consumer date an animal correct, find I am the foreign expressionative of a debtor in a foreign proceeding. (If puttice is an individual whose debts are primarily proceed under chapter 7, 11, 12 of a find b.1 doubter 1. (If an attempt year chapter 7, 11, 12 of a find b.1 doubter 1. (If an attempt year chapter 7) in the petition prepare is ging the petition of the peti	Signa	stures
and correct, find Iz an the Fouriery of presentative of a delicor in a foreign proceeding. If position is an individual whose debets are primarily consumer debts and has closes to file under chapter as individual whose debts are primarily consumer debts and has closes to file under chapter. It is a distinguished the cache and chapter and choose to proceed under chapter? It is a student of the chapter of the proceed under chapter? It is a student of the process of the decision of the	Signature(s) of Debtor(s) (Individual/Joint)	
Persuant to 1 U.S.C. § 1511, I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X Signature of Debtor	and correct. [If petition is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. If the attempts represents me and no bankruptcy petition preparer signs the petition] I	and correct, that I am the foreign representative of a deblor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)
Signature of Foreign Representative	I request relief in accordance with the chapter of title 11, United States Code,	11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
Signature of foint Debtor Telephone Number (if not represented by autorney) Date Signature of Attorney Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110(2) prepared this document for compensation and have provided the debtor with a copy of document in on toice and information required under 11 U.S.C. § \$110(2) prepared this document and to incide and information required under 11 U.S.C. § \$110(2) prepared this document and to incide and information and have provided the debtor with a copy of document and to incide and information required under 11 U.S.C. § \$110(2) prepared this document and the incides and information and the services clargeable by bankruptcy petition preparer, I have given the debtor notice of the maximum amount before preparing any documents of filling for a debtor of accepting any fee from the debtor, as required in that section. Official form 19 is attached. Printed Name and title, if any, of Bankruptcy Petition Preparer Social-Security number (I fille bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or a partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110) Address X Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information in the schedules is incorrect. The debtor requests the relief in accordance with the chapter of title 11, United States (Code, specified in jits petition.) X Signature of Dankruptcy petition preparer or officer, principal, responsible person, or partner of bankruptcy petition preparer or officer, principal, responsible person, or partner of bankruptcy petition preparer or officer, principal, responsible person, or partner of bankruptcy petition preparer or officer, principal, responsible person, or partner of bankruptcy petition preparer or officer, principal, responsible person, or partner of bank		(Signature of Foreign Representative)
Signature of Attorney or Debtor(5) Lee S. Attanasio Printed Name of Attorney or Debtor(5) Lee S. Attanasio Printed Name of Attorney for Debtor(5) Sidley Austin LLP Firm Name 787 Seventh Avenue Address New York, New York 10019 212-839-5300 Telephone Numbes February		(Printed Name of Foreign Representative)
Signature of Attorney or Debtor(5) Lee S. Attanasto Printed Name of Attorney for Debtor(5) Sidley Austin LLP Fina Name 787 Seventh Avenue Address New York, New York 10019 212-839-5300 Telephone Number February 2, 2009 Date Is a case in which § 707(b)(4)(D) spiller, this signature also constitutes a certification list the attorney has to knowledge after an inquiry that the information in the schedules is incorrect I declare under penalty of perjury that (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110(b) petiting a naximum fee for services clargeable by bankruptcy petition preparer; para maximum fee for the technical proming any document for filling for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached. Printed Name and title, if any, of Bankruptcy Petition Preparer Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer; (Required by 11 U.S.C. § 110) Address X I declare under penalty of perjury that (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110(b) setting a naximum fee for services clargeable by bankruptcy petition preparer; (Required by 12 I U.S.C. § 110(b) setting a naximum fee for the tentor person and the tentor person of the filling for a debtor of the tentor person of the filling for a debtor of the tentor person in the schedules in fine person or partner of the attached. Printed Name and title, if any, of Bankruptcy Petition Preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer or officer, principal, responsible person, or partner of bankruptcy petition prepared in sot an individual. Chief Financial Officer Title of Authorized Individual Chief Financial Officer Title of Authorized Individual Printed Name and Social-Security numbers of all other individuals who prepared in sot an individual. If more than one person prepared this docume	Telephone Number (if not represented by attorney)	Date
I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. § \$ 1100; (3) prepared this document for compensation and have provided the debtor with a copy of this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. § \$ 1100; (3) prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information are the provided and the provided the debtor with a copy of this document and the notices and information are provided and the provided and the provided pursuant to 11 U.S.C. § 110(), 3 ind 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(b), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(b), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(b), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(b), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(b) person or partice of the debtor, as required in that section. Official from 19 is attached. Printed Name and itile, if any, of Bankruptcy petition preparer is not an individual state the Social-Security number of the officer, principal, responsible person or partice of the bankruptcy petition preparer or officer, principal, responsible person, or partice whose Social-Security numbers of all other individuals who prepared or assisted in preparing this document, attach additional sheets conforming to the appropriate official form for each person. I declare under penalty of perjury that the information provided above. Names and Social-Security numbers of all other individuals who prepared or assisted in prep	Date	Signature of Non-Attorney Rankruntey Petition Preparer
Signature of Autorney or Debtor(s) Lee S. Attanasio Printed Name of Attorney for Debtor(s) Sidley Austin LLP Firm Name 787 Seventh Avenue Address New York, New York 10019 112-839-5300 Telephone Numbes February 7, 2009 Date *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect I declare under penalty of perjury that the information in the schedules is incorrect I declare under penalty of perjury that the information or the address that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in tilis petition. X Signature of Authorized Individual Chief Financial Officer Title of Authorized Individual Chief Financial Officer Title of Authorized Individual February 7, 2009 Date defined in 11 U.S.C. § 110() 2) prepared this document for compensation and have provided the debtor with a copy of this document and the notices and individual in the appropriate of the debtor with a copy of this decument and the notices and individual Chief Financial Officer Title of Authorized Individual February 7, 2009 Date defined in 11 U.S.C. § 110(), 311(b), 311	Signature of Attorney*	
Lee S. Attanasio Printed Name of Atteney for Debtor(s) Sidley Austin LLP Firm Name 787 Seventh Avenue Address New York, New York 10019 112-839-5300 Telephone Number February	× hu	
Printed Name of Attorney for Debtor(s) Sidley Austin LLP Firm Name 787 Seventh Avenue Address New York, New York 10019 212-839-5300 Telephone Numbes February, 2009 Date *In a case in which § 707(b)(4)(X) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor requests the rolled in accordance with the chapter of title 11, United States Code, specified in file petition. X Signature of Authorized Individual Christopher-Sim* Printed Name of Authorized Individual If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. The provided above. Abankmytey Procedure may result in fines or imprisonment or interesting the provisions of itital 11 and the Federal Rules of	Signature of Attorney or Debtor(s)	provided the debtor with a copy of this document and the notices and miormation
Firm Name 787 Seventh Avenue 787 Seventh Avenue 787 Seventh Avenue 787 Seventh Avenue 788 Seventh Avenue 788 Seventh Avenue 788 Seventh Avenue 789 Seventh Avenue 789 Seventh Avenue 789 Seventh Avenue 780	Printed Name of Attorney for Debtor(s)	have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee to
Address New York, New York 10019 212-839-5300 Telephone Number February , 2009 Date *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect. I declare under penalty of perjury that the information provided it this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in lifts petition. X Signature of Authorized Individual Christopher Sim Printed Name of Authorized Individual Chief Financial Officer Title of Authorized Individual Chief Financial Officer Title of Authorized Individual February , 2009 Date Accepting any fee from the debtor, as required in that section. Official form 19 is attached. Printed Name and title, if any, of Bankruptcy Petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security numbers of all other individuals who prepared as not an individual. Chief Financial Officer Title of Authorized Individual February , 2009 Date A bankruptcy Procedure may result in fines or imprisonment or	Firm Name	services chargeable by bankruptey petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filling for a debtor or
Telephone Number February	Address	accepting any fee from the debtor, as required in that section. Official form 19 is
Social-Security number of the bankruptcy petition prepared or assisted and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of the 11, United States Code, specified in this petition. Signature of Authorized Individual Chiristopher-Sim Printed Name of Authorized Individual Chief Financial Officer Title of Authorized Individual The federal Rules of Bankruptcy petition prepared this document, attach additional sheets conforming to the appropriate official from for each person. Abankruptcy petition preparer is failure to comply with the provisions of title 11 and the regernal Rules of Bankruptcy Procedure may result in fines or imprisonment or Abankruptcy procedure may result in fines or imprisonment or Abankruptcy procedure may result in fines or imprisonment or Abankruptcy procedure may result in fines or imprisonment or Address Signature of bankruptcy petition preparer or officer, principal, responsible person or partner of the bankruptcy petition preparer or officer, principal, responsible person or partner of the bankruptcy petition preparer or officer, principal, responsible person or partner of the bankruptcy petition preparer or officer, principal, responsible person or partner of the bankruptcy petition preparer or officer, principal, responsible person or partner of the bankruptcy petition preparer or officer, principal, responsible person or partner of the bankruptcy petition preparer or officer, principal, responsible person or partner of the bankruptcy petition preparer or officer, principal, responsible person or partner of the bankruptcy petition preparer or officer, principal, responsible person or partner of the bankruptcy petition preparer or officer, principal, responsible person or partner of the bankruptcy petition preparer or officer, principal, responsible person or partner of the bankruptcy petition preparer or officer, principal, responsible person or partner of	212-839-5300	Printed Name and title, if any, of Bankruptcy Petition Preparer
Signature of Debtor (Corporation/Partnership)		Social Security number (If the bankruptcy petition preparer is not an individual,
In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. X Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. X Signature of Debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. X Signature of Debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. X Signature of Debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. X Signature of Debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. Signature of Debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition preparer or officer, principal, responsible person, or partner whose Social-Security numbers of all other individuals in preparing this document unless the bankruptey petition prepared is not an individual. Chief Financial Officer Title of Authorized Individual February , 2009 Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or	February <u>C.</u> , 2009	
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. X Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above. Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition prepared is not an individual. Chief Financial Officer Title of Authorized Individual February , 2009 Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or	*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information	partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110)
I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. X Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition prepared is not an individual. Chief Financial Officer Title of Authorized Individual Chief Financial Officer Title of Authorized Individual February 1, 2009 Date		Address
and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in dis petition. X Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above. Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition prepared is not an individual. Chief Financial Officer Title of Authorized Individual February Date A bankruptcy petition preparer is failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or	Signature of Debtor (Corporation/Partnership)	
Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above. Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition prepared is not an individual. Chief Financial Officer Title of Authorized Individual February	and correct, and that I have been authorized to file this petition on behalf of the debtor.	
Christopher-Sim Printed Name of Authorized Individual Chief Financial Officer Title of Authorized Individual February 5, 2009 Date Names and Social-Security numbers the bankruptcy petition prepared is not an individual. If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or	Code, specified in this petition.	Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.
Christopher-Sim Printed Name of Authorized Individual Chief Financial Officer Title of Authorized Individual February	Signature of Authorized Individual	Names and Social-Security numbers of all other individuals who prepared or assisted
Chief Financial Officer Title of Authorized Individual February 5, 2009 Date If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or	Christopher-Sim Printed Name of Authorized Individual	in preparing this document unless the bankruptcy petition prepared is not an individual.
This is Authorized individual February 5, 2009 Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or	Chief Financial Officer	to the standard ship document attach additional shorts conforming to
Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or	Title of Authorized Individual February 5, 2009	the appropriate official form for each person.
		the Federal Rules of Bankruptcy Procedure may result in Jines or imprisonment or

ANNEX A

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed with this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of these petitions, these entities filed an application requesting that the Court consolidate for procedural purposes only and jointly administer their chapter 11 cases.

- 1. Fortunoff Holdings, LLC
- 2. Fortunoff Card Company, LLC

RESOLUTIONS OF THE BOARD OF MANAGERS OF FORTUNOFF HOLDINGS, LLC

The undersigned, comprising a majority of the board of managers (the "Board of Managers") of Fortunoff Holdings, LLC, a Delaware limited liability company (the "Company"), acting by written consent in lieu of a meeting, hereby waive all notice of the time, place and purpose of a meeting and consent to, approve, and adopt the following resolutions (the "Resolutions") and take the following actions:

WHEREAS, in the judgment of the Board of Managers, it is desirable and in the best interests of the Company, its creditors, employees, and other interested parties that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code");

NOW THEREFORE, BE IT

RESOLVED, that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that each of the President, Vice Presidents, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, and Secretary, and any other persons as such officers shall from time to time designate (each, an "Authorized Officer" and together, the "Authorized Officers") are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time as such Authorized Officer executing the same shall determine and in such form or forms as such Authorized Officer may approve;

FURTHER RESOLVED, that the law firm of Sidley Austin LLP, 787 Seventh Avenue, New York, New York 10019, be, and hereby is, retained and employed as attorneys for the Company in connection with the prosecution of the Company's case under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that Zolfo Cooper, LLC be, and hereby is, retained and employed as bankruptcy consultants and special financial advisors for the Company in connection with the prosecution of the Company's case under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to take any and all further actions which the Authorized Officers or the Company's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under Chapter 11 of the Bankruptcy Code, and to take and perform any and all further acts and deeds which they deem necessary, proper or desirable in connection with the Chapter 11 case, with a view to the successful prosecution of such case, including, without limitation, seeking authority to guarantee or borrow, and borrowing, amounts

under any post-petition financing facility for itself or its affiliates, and granting liens, guarantees, pledges, mortgages and/or other security therefor and filing financing statements, mortgages, intellectual property security agreements and other documents related thereto, and seeking authority to sell, in whole or in part, any of its assets, and to enter into such agreements with one or more parties as may be necessary, proper or desirable to effectuate any such sale transaction;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to employ and retain legal counsel, financial advisors, accountants and other professionals, to advise the Company in connection with its case under Chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed on behalf of the Company to take such actions to execute, deliver, certify, file and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other action as, in the judgment of such Authorized Officers, shall be or become necessary, proper and desirable to effectuate a successful prosecution of the Chapter 11 case;

FURTHER RESOLVED, that the Authorized Officers, be, and each of them hereby is, authorized on behalf of, and in the name of, the Company to execute such consents of the Company, as such Authorized Officers consider necessary, proper or desirable to effectuate these Resolutions, such determination to be evidenced by such execution or taking of such action;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed on behalf of the Company to take such actions to (i) negotiate. execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments and assignments thereof as may be required or as such Authorized Officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Company in such form and substance as such Authorized Officers may approve, together with such changes and amendments to any of the terms and conditions thereof as such Authorized Officers may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of such Authorized Officers to constitute evidence of such approval; (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Company, any and all agreements. documents, certificates, consents, filings and applications relating to the Resolutions and matters ratified or approved herein and the transactions contemplated hereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such Authorized Officers deem appropriate or advisable in connection therewith; and (iii) do such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the Resolutions and matters ratified or approved herein and the consummation of the transactions contemplated hereby; and

FURTHER RESOLVED, that to the extent that any of the actions authorized by any of these Resolutions have been taken by the Authorized Officers on behalf of the Company, such actions are hereby ratified and confirmed in their entirety.

[Remainder of Page Intentionally Left Blank]

09-10497-rdd Doc 1 Filed 02/05/09 Entered 02/05/09 09:45:48 Main Document Pg 8 of 17

IN WITNESS WHEREOF, the undersigned have executed these resolutions as of the 5+ day of February, 2009.

RICHARD BAKER Manager

DONALD WATROS

Manager

CHARLES CHINNI

Manager

DIANE BAKER Manager

[Signature page to the Resolutions of the Board of Managers of Fortunoff Holdings, LLC]

09-10497-rdd Doc 1 Filed 02/05/09 Entered 02/05/09 09:45:48 Main Document Pg 9 of 17

IN WITNESS WHEREOF, the undersigned have executed these resolutions as of the $\underline{5}^{+h}$ day of February, 2009.

RICHARD BAKER

Manager

DONALD WATROS

Manager

CHARLES CHINNI

Manager

DIANE BAKER

Manager

[Signature page to the Resolutions of the Board of Managers of Fortunoff Holdings, LLC]

09-10497-rdd Doc 1 Filed 02/05/09 Entered 02/05/09 09:45:48 Main Document Pg 10 of 17

IN WITNESS WHEREOF, the undersigned have executed these resolutions as of the 5^{+h} day of February, 2009.

RICHARD BAKER

Manager

DONALD WATROS

Manager

CHARLES CHINNI

Manager

DIANE BAKER

Manager

[Signature page to the Resolutions of the Board of Managers of Fortunoff Holdings, LLC]

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		
	X	
In re:	:	Chapter 11
FORTUNOFF HOLDINGS, LLC, and		Case No. 09- ()
FORTUNOFF CARD COMPANY, LLC	:	Case 140. 07
Debtors.	:	(Motion for Joint Administration Pending
	X	(

CONSOLIDATED LIST OF CREDITORS HOLDING THIRTY LARGEST UNSECURED CLAIMS

Set forth below is a list of creditors holding the thirty largest unsecured claims against the debtors and the debtors in possession in the above-captioned cases (collectively, the "<u>Debtors</u>") as of approximately February 4, 2009. The list has been prepared on a consolidated basis from the books and records of the Debtors. The information presented in the list below shall not constitute an admission of liability by, nor is it binding on, the Debtors. ¹

The list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101; or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty largest unsecured claims.

Creditor	Contact	The state of the s	Nature of Claims	Estimated Amount of Claim	Contingent, Unliquidated, Disputed or Partially Secured
1. Hanamint Corporation	Bill	8010 Thorndike Rd.	Trade Debt	\$1,560,485	
1	Kennedy	Greensboro, NC 27409			
		Phone: (336) 855-9141			
		Fax: (336) 855-8482			
		Email:			
		wckennedy@casacasual.com			
2. Michael Werdiger,	Richard	35 West 45th St.	Trade Debt	\$992,232	
Inc.	Werdiger	New York, NY 10036			
	_	Phone: (212) 869-5160			
		Fax: (212) 869-5945			
		Email: rsw@mwiny.com			

The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from that set forth below. Furthermore, the Debtors have not yet identified which of their largest unsecured claims, if any, are contingent, unliquidated, disputed and/or partially secured. The Debtors reserve the right to identify any of their claims listed in the Schedules as contingent, unliquidated, disputed and/or partially secured as appropriate.

			" " " " " " " " " " " " " " " " " " "	Estimated Amount of	Contingent, Unliquidated, Disputed or Partially
Creditor 3. Agio International Co. Ltd.	Bob Wolf	Contact Information 847 Seahawk Circle Virginia Beach, VA 23452 Phone: (617) 236-7135 Fax: (510) 594-6083 Email: bobwolf@agio-usa.com	Claims Trade Debt	Claim \$875,122	Secured
4. Disons Gems, Inc.	Rahul Mehta	415 Madison Ave, Suite 800 New York, NY 10017 Phone: (212) 921-4133 Fax: (212) 730-8265 Email: rahul@snjny.com	Trade Debt	\$624,534	
5. Lenox	Fred Spivak	Tilton Rd. Pomona, NJ 08240 Phone: (215) 493-9154 Fax: (609) 965-2852 Email: fred_spivak@lenox.com	Trade Debt	\$622,318	
6. Swatch Watch Group	Joe Mella	55 Metro Way, Suite 1 Sscaucus, NJ 07094 Phone: (201) 271-4660 Fax: (201) 271-1400 Email: joe.mella@swatchgroup.com	Trade Debt	\$589,921	
7. Gucci Watch	Michael Benavente	Gucci Group Watches 50 Hartz Way Secaucus, NJ 07094 Phone: (866) 692-8244 Fax: (201) 770-2680 Email: mbenavente@gucci.com	Trade Debt	\$580,715	
8. Victorinox Swiss Army	Keelan Dwyer	P.O. BOX 845362 Boston, MA 02284 Phone: (914) 834-1348 Fax: (203) 944-2313 Email: keelan.dwyer@swissarmy.com	Trade Debt	\$510,110	
9. Le Vian	Liz Etessami	235 Great Neck Road Great Neck, NY 11021 Phone: (516) 466-7200 Fax: (516) 466-7201 Email: liz@levian.com	Trade Debt	\$506,883	
10. Sunny Creations	Maria Chan	Hilder Centre, Suite 1003-1004 10/F, 2 Sung Ping St. Hunghom, Kowlong, Hong Kong Phone: 011-85223346837 Fax: 011-85227640081 Email: maria@sunnycreations.com.hk	Trade Debt	\$491,502	

			Nature of	Estimated Amount of	Contingent, Unliquidated, Disputed or Partially
Creditor	Contact	Contact Information	Claims	Claim	Secured
11. E. Lee Martin, Inc.	Emily Martin	579 Fifth Avenue, Suite 488 New York, NY 10017 Phone: (212) 688-0402 Fax: (212) 688-9566 Email: elm488@aol.com	Trade Debt	\$482,631	
12. Quality Color Design	Leon	33 West 46th St. Suite 600 New York, NY 10036 Phone: (212) 768-1311 Fax: (212) 391-9149 Email: isardar@qualitycolor.com	Trade Debt	\$479,153	
13. Croscill Curtain Co., Inc.	Dan Frangis	2102 Fay St. Durham, NC 27704 Phone: (800) 999-4663 Fax: (919) 683-6360 Email: dfrangis@croscill.com	Trade Debt	\$477,950	
14. Quebecor World	Bill Sullivan	P.O. Box 98668 Chicago, IL 60693 Phone: (203) 287-5024 Fax: bill.sullivan@quebecorworld.com	Advertising and Printing	\$432,399	
15. Waterford/ Wedgewood	Dan Marino	1330 Campus Parkway PO Box 1454 Wall, NJ 07719 Phone: (732) 938-5800 Fax: (732) 378-2153 Email: jmarino@wwusa.com	Trade Debt	\$399,598	
16. Yotrio International LLC	Bob Sayre	4550 San Pablo Ave. Suite B Emeryville, CA 94608 Phone: (925) 451-8018 Fax: (510) 594-6083 Email: bob@yotrioint.com	Trade Debt	\$382,786	
17. Pride Family Brands, Inc.	Jamie Lowsky	PO Box 100936 Fort Lauderdale, FL 33310 Phone: (305) 735-9800 Fax: (954) 735-0942 Email: jamiesuits@aol.com	Trade Debt	\$366,536	
18. Fossil Partners LP	Mike Barnes	P O Box 200345 Dallas, TX 75320 Phone: (972) 699-6805 Fax: (972) 699-6815 Email: mikeb@fossil.com	Trade Debt	\$320,955	
19. Ojm	Lydia Lai	714-716 Houston Centre 63 Mody Rd, T.S.T. East Kowloon, Hong Kong Phone: 011-85223690151 Fax: 011-85227395243 Email: lydiayt@ojm.com.hk	Trade Debt	\$310,833	

			Nature of	Estimated - Amount of	Contingent, Unliquidated, Disputed or Partially
Creditor	Contact	Contact Information	Claims -	Claim	Secured
20. Assael International	Nadya	580 Fifth Avenue	Trade Debt	\$304,569	
Inc.	Esenyan	New York, NY 10036			
		Phone: (212) 819-0060			
		Fax: (212) 764-1965			
21 DUNG T - 1 - 1	Devid	Email: nesenyan@assael.com 29 East Madison Street	Trade Debt	\$301,945	
21. William Levine Inc.	David Levine	Suite 1414	Trade Debt	\$301,943	
	Leville	Chicago, IL 60602			
		Phone: (800) 538-4637			
		Fax: (312) 580-7470			
		Email: jewels@wlfj.com			
22. Arco Design/Build	David	1100 East Hector Street	Construction	\$295,996	
22. Alco Design Bund	Hertog	Suite 419	Constitution	\$255,550	
	110.105	Conshohocken, PA 19424			
		Phone: (610) 234-0070			
		Fax: (610) 234-0076			
23. Erwin & Sons Direct	James	261 Heritage Walk	Trade Debt	\$292,074	
Imports	Erwin	Woodstock, GA 30188			
1		Phone: (770) 579-0414			
		Fax: (770) 579-0595			
		Email: wicker50@aol.com			
24. Christopher Designs	Christopher	42 West 48 th Street	Trade Debt	\$284,990	
_	Slowinski	New York, NY 10036			
		Phone: (800) 955-0970			
		Fax: (212) 768-8978			
		Email:			
		chris@christopherdesigns.com			
25. Novell Enterprises,	Bruce	2100 Felver Court	Trade Debt	\$282,548	
Inc.	Pucciarello	Rahway, NJ 07065			
		Phone: (800) 668-3551			
		(908) 245-0700			
		Fax: (732) 428-8301			
		Email:			
26 Savilla Watah Cama	Sonia	bruce@novelldesignstudio.com 635 Madison Ave.	Trada Daht	0277.750	
26. Seville Watch Corp.	Breganti	New York, NY 10022	Trade Debt	\$277,758	
	Breganti	Phone: (212) 355-3450	i		
		Fax: (212) 355-3720			
		Email: sonia@sevillewatch.com			
27. Dov Schwartz, Inc.	Dov	550 Fifth Avenue, Suite 601	Trade Debt	\$272,902	
2., Do. Bennare, me.	Schwartz	New York, NY 10036	Trade Door	Ψ212,302	
		Phone: (212) 681-8660	:		
		Fax: (212) 867-1383			
		Email: dovschwartz@aol.com			
28. Sunjoy Indus. Group	Lilly Li	1318 Two Pacific Place	Trade Debt	\$268,770	
Limited		88 Queensway Admiralty			
		Hong Kong			
		Phone: (718) 681-8900			
		Fax: 011-852229189808			
		Email: lilyli@sunjoygroup.com			

Creditor	Contact	Contact Information	Nature of Claims	Amount of Claim	Contingent, Unliquidated, Disputed or Partially Secured
29, Hanover Warehouse	Dave Telesco	100 Central Avenue, Bldg. 17 South Kearny, NJ 07032 Phone: (973) 589-2119 Fax: (973) 589-3088 Email: davet@hanoverwhse.com	Warehousing	\$259,321	
30. Cast Classics Inc.	David Arad	1270 Valley Brook Ave. Lyndhurst, NJ 07071 Phone: (201) 476-0993 Fax: (201) 896-1539 Email: davidarad@castclassic.com	Trade Debt	\$249,234	

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of Fortunoff Holdings, LLC, named as the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing "Consolidated List of Creditors Holding the Thirty Largest Unsecured Claims" against the Debtors and that the list is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: February 5, 2009

Christopher Shm

Chief-Financial Officer

UNITED STATES BANKRUPTCY COURT		
SOUTHERN DISTRICT OF NEW YORK		
	X	
In re:	:	Chapter 11
	;	
FORTUNOFF HOLDINGS, LLC, and	:	Case No. 09()
FORTUNOFF CARD COMPANY, LLC	:	
	:	
Debtors.	:	(Motion for Joint Administration Pending)
	X	

LIST OF CREDITORS¹

The debtors and debtors in possession in the above-captioned cases (collectively, the "<u>Debtors</u>") have filed contemporaneously herewith a motion requesting a waiver of the requirement for filing a list of creditors pursuant to sections 105(a), 342(a), and 521(a)(1) of chapter 11 of title 11 of the United States Code, Rule 1007(a)(1) and 2002(a), (f), and (l) of the Federal Rules of Bankruptcy Procedure, Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York, and General Orders M-133, M-137, M-138 and M-192 of the United States Bankruptcy Court for the Southern District of New York. The Debtors propose to furnish their list of creditors to the proposed claims and noticing agent. The Debtors have consulted with the clerk of this Court to implement the foregoing procedures.

The list of creditors will contain only those creditors whose names and addresses were maintained in the Debtors' consolidated database or were otherwise ascertainable by the Debtors prior to the commencement of these cases. The schedules of liabilities to be subsequently filed should be consulted for a list of the Debtors' creditors that is comprehensive and current as of the date of the commencement of these cases.

The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors.

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		
The second secon	X	
In re:	ĭ	Chapter 11
	:	
FORTUNOFF HOLDINGS, LLC, and	:	Case No. 09()
FORTUNOFF CARD COMPANY, LLC	•	
	:	
Debtors.	:	(Motion for Joint Administration Pending)
	X	

LIST OF EQUITY SECURITY HOLDERS

In accordance with Rules 1007(a)(1) and 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, Fortunoff Holdings, LLC ("Fortunoff") hereby submits the following information:

• The equity security holder of Fortunoff is as follows:

Name of Last Known Address of Equity Interest Holder	Kind of Interest	Interest Held
NRDC Fund V, LLC 3 Manhattanville Road Purchase, New York 10577	Membership	100%

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of Fortunoff Holdings, LLC, named as the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing "List of Equity Security Holders" and that the list is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: February 5_, 2009

Christopher Sim

Chief Financial Officer